

**SUFFOLK COUNTY VANDERBILT MUSEUM
BOARD OF TRUSTEES**

Minutes

A regular meeting of the Suffolk County Vanderbilt Museum Board of Trustees was held on **December 15, 2004** in the lobby of the planetarium.

The following were in attendance:

Dr. Steven Gittelman – President
Deborah A. Gray – 2nd Vice President
Carl Luecke – Treasurer
Marjorie Kossoy Fuhrmann – Secretary
Dr. Anthony Pecorale – Trustee
Dr. William Rogers – Trustee
Bertram E. Seides – Trustee
William Macchione – Trustee
Gretchen Oldrin-Mones – Trustee
J. Lance Mallamo – Executive Director
Leslie Tannen – Todd Shapiro & Associates
Mitch Spivak – Staff
Bill Dieck – Staff
Maryann Zakshevsky – Staff
Florence Ogg – Staff
Stephanie Gress – Staff
Ann Marie Pastore – Stenographer

Absent:

Susan LeBow – Trustee

(Dr. Gittelman called the meeting to order at 7:15 p.m.)

DR. GITTELMAN:

This is a regular meeting of the Suffolk County Vanderbilt Museum Board of Trustees. I'd like to thank you all for attending. I'd like to know if anybody would like to make any comments or ask any questions of the Board of Trustees. No comments or questions. Thanks for being here. I'm going to ask if we could jump –

DR. PECORALE:

Mr. Chairman, before we do, may we officially welcome our new board member.

DR. GITTELMAN:

Oh, Gretchen, I'm sorry. Thank you, Tony. I have bad manners. Let's put Gretchen on the spot just a little bit. Could you tell us a little bit about yourself?

MS. OLDRIN-MONES:

I recently retired from teaching in Middle Country for 33 years where I taught English. I never thought about being a trustee until it was presented to me, and I was delighted. I'm very excited about helping in whatever way I can. I feel a little overwhelmed by all the things you

know and have to deal with. Anyone who's got any help in terms of books to read, which, thank you very much, Lance, who helped with that, tours to take, people to talk to, I would really appreciate that.

DR. GITTELMAN:

Well, we're very pleased to have you and look forward to you enjoying your service here.

MR. MALLAMO:

Welcome, hopefully some day you can come up for lunch, and we'll give you the complete tour. Plan on spending the day.

DR. GITTELMAN:

My argument is it would never be complete if it only took one day. We have an agenda. Are there any requests? Deborah, I know that you have to leave early. Would you like to change the order of the meeting? Is there something you want to hear first?

MS. GRAY:

No.

DR. GITTELMAN:

No, okay. Approval of the minutes from the previous meeting, can I have a motion?

MS. FUHRMANN:

Let me just see if I have the notes. No, I have no notes. I move that the minutes of the prior two meetings be approved. As you recall, we did not approve the minutes of the meeting before the October meeting so I'm asking that the minutes for September and October both be approved as written.

MR. MACCHIONE:

Second.

MS. FUHRMANN:

Thank you.

DR. GITTELMAN:

Comments or discussion? All in favor? Opposed? **They're approved. (Vote: 9/0/0/6 Absent: Ms. LeBow. Five vacant positions.)**

Public Relation's Report.

MR. MALLAMO:

We're going to move that to the end because Leslie is having a problem with the copy machine.

DR. GITTELMAN:

We have technical difficulties. Education and Exhibits Committee, Marge.

MS. FUHRMANN:

Okay, Stephanie attended a seminar at CW Post on the preservation and restoration of tapestries.

Gaylord Archival Supply Company donated an oversized album to the Vanderbilt Museum for

storage. We are very pleased to have it.

We were notified today that we were granted a 12-month extension on our Save America's Treasures Grant. On Tuesday the Suffolk County Legislature will be voting on a resolution to approve the matching funds for that grant.

Lance went to Washington yesterday to discuss with Margaret Grandine of the Smithsonian Institute a loan of the Vanderbilt Cup from June to December of next year 2005. So far we know to receive this loan we will have to have an alarmed case and a camera in the room. She is bringing our request to their board for their review. We're discussing various locations on site where we might be able to display it. Among some other places, we're thinking of the ship model room.

We are also to pursue additional displays with Tiffany concerning the cup because they created the original cup, and they still have the original designs. We might be able to get copies of those from Tiffany and perhaps they might want to underwrite this exhibit. We're going to pursue that with them.

Dr. DeSantis and Stephanie are writing an article on the mummy diagnostics for a trade publication called "Advance." It's a publication for radiation professionals. There may be more than one trade publication interested in publishing this article, and it may come out as early as January of 2005.

We would like to thank Beth Laxer of our staff who has donated a photograph of Consuela Vanderbilt in an article regarding her marriage annulment to Vanderbilt. While she was in college, which was many years ago, not that many but a few years ago, long before she worked here, she bought this at an antique store. She has had it in her possession all this time, and she just ran across it again, realized that it was Consuela and has donated it to the museum.

We also want to thank some women of the Garden Club who have donated \$50 worth of faux food and Howard Kroplick who has donated 13,500 worth of in-kind donations concerning the Vanderbilt Parkway.

Al Velocci had his book signing at Book Revue. While he was there, one of the people who came to his book signing brought him a colorized photo of the Vanderbilt Race that's a mural at one of the Commerce Banks in the area. It's the one in Bethpage. It's the mural on the wall of the bank. They're free; you can go in and get one if you'd like. I'm just showing it to everybody.

I handed out a copy to everyone of "Wilderness to Lake Success, History of a Village." We have a number of photographs that are in this book. Florence is looking into having this book available for sale in our gift shop. She is talking to Lance regarding that.

Inisfada, which is a retreat house in Manhasset that Florence recently visited, some of the Jesuits, who are the ones who have that retreat, are coming here to see how we set up our archives. She will be teaching them how to set up an archive because theirs are now currently in boxes.

Florence has been elected Program Co-Chair for LIMA this year. One of the things she will be doing this year is she is conducting an educational roundtable which is currently in planning.

The other handout, which is a letter you all have, is in January Florence will be here to ask us to accession the original floor drawing for the habitat. The habitat has a glass floor, but originally it wasn't supposed to have a glass floor. It was going to have a velum floor, and it was going to be a map of the Harbor of Northport and of parts of the Sound. We have the drawings and a letter from William Vanderbilt nixing this idea, as it was too expensive and changed the plans to go with the glass floor because it would be within his budget. Florence would like us to accession this material in January. I have given you this material so that you can look at it prior to January and be prepared to vote on the accession when we bring it to you.

Anyway, that's my report.

DR. GITTELMAN:

I'm sorry, Marge, what material?

MS. FUHRMANN:

The actual drawings. I handed you two handouts. Do you see, at your left –

DR. GITTELMAN:

Yes, sorry.

MS. FUHRMANN:

Okay, it looks like this. I'm sorry; I do have further information. I do apologize.

The attendance for the month of November at the planetarium is up. The attendance was 3,297 for November 2004 versus 2,975 for November 2003. Revenue was \$13,297.05 versus \$11,951.00 in 2003. The weekend planetarium group tour attendance was 424 for a revenue of \$1,283.50.

We introduced a dollar discount for the January educational shows, and they were very heavily booked this year. It was determined that the discount was probably the reason.

Marine World, which is a new show, is going to be introduced on the night of January 4th for the special program. It will then be shown on Sundays at 2 p.m. The evening laser shows are going to start on January 14th on Friday and Saturday nights. The moon rock exhibit has been extended for another month to January 2005.

School attendance, in October school attendance was 2,450 for a revenue of \$17,505.85. In November it was 2,975 for a revenue of \$23,366.50. With the weekend and holiday group tours in October with 75 guests the revenue was \$262.50. In November there were 313 for revenue of \$1,101.50. On the winter break programs, and this would be the week of February 21st, we had one program on Monday, which accommodated 40 children, two sessions Tuesday through Friday, each session held 20 children. If anyone is interested in the specific themes of each of these programs, I have that information available for anyone who would like to see it.

That is the end of my report.

DR. GITTELMAN:

Okay, thank you. Any questions or comments? Finance Committee, Carl Luecke.

MR. LUECKE:

We just completed a Finance Committee meeting, and one thing to bring before the board is that our Director and Officers' fiduciary liability and crime insurance is due to be renewed February 1st. We're in the process of completing the application and expect to have the broker, which is Treiber in Long Island, bring the quotes to us sometime hopefully around mid January. At which time I'd like to have as many – when I know the day – I'd like to have as many trustees as possible listen to the presentation of the alternatives so that we can put our heads together and decide what's the best way to go. That's the only item from the Finance Committee.

DR. GITTELMAN:

Tony.

DR. PECORALE:

Is that report going to be scheduled for the meeting night or are you going to do it a different night?

MR. LUECKE:

The meeting night is –

DR. PECORALE:

January 19th.

MR. LUECKE:

If that's possible, I would try to coordinate that. That would be wonderful if that could be coordinated.

DR. PECORALE:

Thank you.

MR. LUECKE:

But sometimes insurance brokers don't turn out to be that cooperative.

DR. GITTELMAN:

Were you done?

MR. LUECKE:

Yes.

DR. GITTELMAN:

I want to add, and I think it's an appropriate point here to add, is the discussion regarding the pension plan, and that we have decided to keep it in its current format without hiring an administrator and that the additional cost to hiring an administrator is something that we can't afford now. I'm going to ask for a motion to that effect so that we have an approval on that. Would someone be willing to put that into a motion?

MR. LUECKE:

I'll put that into a motion so we can discuss it.

DR. GITTELMAN:

That's fine. Can I have a second and then we'll go into discussion?

MR. MACCHIONE:

Second.

DR. GITTELMAN:

Discussion? Bill.

DR. ROGERS:

This is in reference to additional compensation for a Director?

DR. GITTELMAN:

No, what this is is we have a pension plan. We currently have the notices from TIAA/CREF go to four people. They will be the Director, the Personnel Manager, the –

MR. MALLAMO:

The Business Manager and the Treasurer.

DR. GITTELMAN:

Yes, Business Manager and the Treasurer of the Museum. The question is that we are being notified by TIAA/CREF for any changes that might be required by ERISA in our plan. An alternative would be to get an administrator who would take responsibility for making those changes in our plan. What we're saying here is that at least for the time being we're choosing not to pursue an administrator. That's what the motion is that we are concerning. Carl.

MR. LUECKE:

The running of the pension plan, we have responsibility for that. We have to make sure that we have all the checks and balances and expertise in place going forward. We discussed it very quickly and decided this is the way that we would like to go, and perhaps that is the way we should like to go, but I don't think we should close our minds if there are other alternatives in terms of having an accounting firm look at it.

DR. GITTELMAN:

I am perfectly open to the concept of tabling this motion, as long as someone takes the responsibility for pursuing this information on behalf of the Board of Trustees to find out whether this is the proper course. One of the things that we could do is to have the accounting firm who advises us come in and discuss the situation and give us advice, or you might be hard pressed to get TIAA/CREF to come in. That's a possibility as well.

MS. GRAY:

Is there any reason not to do this on an interim basis, and then pursue the things that Carl is saying in addition, so that on an interim basis their four people will be notified but that we ought to pursue other ways to protect our interest, if they are available to us?

DR. GITTELMAN:

I think that's a good outcome of what I laid on the table. I personally would like to see it that way, but what I'm doing now is we're making sure that everybody is aware of the condition of how we are managing the plan. Does anybody need any clarification of what I have just said or of what the current structure is?

DR. PECORALE:

I just want to make sure I understand it.

DR. GITTELMAN:

Yes.

DR. PECORALE:

The motion that's on the table is that we are temporarily going to move in the direction that you mentioned while someone pursues getting more information or possibly coming to one of our meetings and explaining it to us.

DR. GITTELMAN:

Let me make it even clearer. TIAA/CREF informs us of when an ERISA change is required. In the small print in TIAA/CREF's contract, they are not required to ensure that we make the changes. They tell us, but if we don't make the changes, we're on our own. Our accounting firm, because we are smaller than 100 members, does not do an audited statement. In an audited statement there is a box where in the 5500 they have to check off audited all changes necessary for ERISA. Because they don't have to do an audited statement, they don't have to check off the box. So what happens is we have TIAA/CREF, who is not responsible for making sure we do the changes and we have our accounting firm who is not responsible for doing the changes. I would be glad to be wrong, but this is the information I've managed to glean so far. Since nobody is correcting me, let's just assume I'm correct for the time being.

What I'm saying in an awkward way is that for the time being, there is an exposure that we have always been exposed to, that we might miss an ERISA change. I'm basically informing you of that. If your decision is to hire an administrator who would make those changes, that would be one thing. I'm saying that we have affirmatively decided – we have decided not to hire one, okay, and we are taking the responsibility of researching it out, but I want it on the record that we are researching it out.

MR. LUECKE:

All right, that makes sense. I agree.

DR. GITTELMAN:

Would that be okay with everyone?

DR. ROGERS:

Prior to this we had a problem with the auditing situation. We had a problem with the IRS.

DR. GITTELMAN:

Yes.

DR. ROGERS:

This is because nobody paid any attention to the memorandums that were sent in to us. Is that correct?

DR. GITTELMAN:

It's not really a question of nobody paying attention. It's that people moved on, and nobody was substituted to pay attention.

DR. ROGERS:

At this point you have now gotten four people receiving this notification.

DR. GITTELMAN:

That's correct.

DR. ROGERS:

Therefore, it would appear to me that we are in a much more secure position now than we have been in the past.

DR. GITTELMAN:

That's true.

DR. ROGERS:

And I don't think we're really exposing ourselves if the system that we're setting up now is followed properly.

DR. GITTELMAN:

If it's followed properly, and if the people who receive the notifications read them and understand them, then we're fine.

DR. ROGERS:

But that goes with everything.

DR. GITTELMAN:

Just getting them and throwing them out isn't going to do the job. We can invite our – I think we ought to invite our accounting firm in to give us a report and then perhaps move forward. Would that be all right?

MR. LUECKE:

Yes.

DR. GITTELMAN:

Then why don't we just table that motion for the time being and go from there.

DR. PECORALE:

I move to table.

MS. FUHRMANN:

Second.

DR. GITTELMAN:

I have a motion and a second to table, all in favor? Opposed? **(Vote: 9/0/0/6 Absent: Ms. LeBow. Five vacant positions.)**

Now we go to the Nominating Committee. Bill Macchione, you were the Chairman of the Nominating Committee. Would you please give us your slate?

DR. ROGERS:

May I have the floor?

DR. GITTELMAN:

Before I give you the floor, Bill, let me just explain one thing, that the Nominating Committee is

really a recommending body. The slate that it gives, you can if you so choose to nominate additional or substitute candidates in the January meeting when the election will occur. We do this at the December meeting so you have 30 days to think about whether you want to change the slate. Let me recognize Bill Rogers before we begin.

DR. ROGERS:

When the request was made for members of the Nominating Committee to be on the meeting, I was requested to be on the committee, and I graciously accepted. About a week or so after that, I don't remember quite the dates, but I asked when the meeting was going to be held. I believe I spoke to Marge at that time. She said that there was one held. I said, "I'd like to be notified."

Subsequent to that, I got a telephone call from Bill and apparently there had been some meetings held, and I was never notified. I did have some discussion with Bill over the phone, and we kind of agreed that under the circumstances what the slate should be like. Basically, I think, if I'm correct, we agreed with whatever the present officers were at that time would be appropriate. We discussed the President, and we discussed the qualifications for President and so on. I thought that Bill and I kind of agreed that that would make some sense.

Subsequently to that, I never got a telephone call. I was never notified when there was a meeting. I was presented with this list here today, and as a member of the Nominating Committee, I certainly had no say in my opinion of anything. I feel that it has not been handled properly. I feel slighted. I want the board to know this, that however this was maneuvered or negotiated, it was certainly not done in the proper fashion. I think it should be looked into as to why these things happened because if you have a Nominating Committee, all the members of the committee should be informed or at least be requested to attend the meetings to at least let their voices be heard.

DR. PECORALE:

Question.

DR. GITTELMAN:

Tony.

DR. PECORALE:

Who were the members that were elected to the Nominating Committee?

DR. ROGERS:

Bill, Marge –

MR. MACCHIONE:

Bill Rogers, myself, Marge, and Mike.

MS. FUHRMANN:

And Susan LeBow.

MR. MACCHIONE:

Yes, and Susan LeBow, I'm sorry.

DR. PECORALE:

Not Mike?

MR. MACCHIONE:

No.

MS. FUHRMANN:

Michael most certainly was.

MR. MACCHIONE:

That's right, he was. There were five.

DR. PECORALE:

Who attended the meetings?

MR. MACCHIONE:

Well, let me just elaborate, Tony. One of the first calls went out to Bill. He was unable to make the meeting. A subsequent meeting took place. Bill was in Florida. Unfortunately, for the times that we had the meetings it did not coincide with Bill's schedule.

DR. ROGERS:

I was not in Florida all the time. I never received a telephone call.

MS. FUHRMANN:

Should we be doing this on the record?

DR. ROGERS:

My housekeeper never notified me that we had a call that I had been requested to attend the meeting.

MR. MACCHIONE:

I personally talked to you on one of those occasions.

DR. ROGERS:

Yes, the first time you and I spoke together. We kind of said, "This made some sense," whatever we had discussed.

MR. MACCHIONE:

And the second time I was informed that you were in Florida.

DR. ROGERS:

Well, nobody made a call to me. I have been back and forth from Florida twice since that time. In fact, I came back yesterday. I went down there for three days. I'm in Florida but I'm in New York also.

MR. MACCHIONE:

There is actually -- as Steve pointed out, if there is any problem with the recommended slate in January, anybody else could be nominated.

DR. ROGERS:

It's not a question of there being a problem with the slate. I'm not questioning the slate.

MR. MACCHIONE:

I think the committee had made the attempt to contact you.

DR. ROGERS:

I think everything here, as far as I'm concerned, was predetermined and it was not necessary to have a meeting. I think these things were done not in a democratic fashion.

DR. PECORALE:

May I finish my questions?

DR. GITTELMAN:

Yes, Tony.

DR. PECORALE:

So it was Bill Rogers, Marge, Susan LeBow, Michael Broxmeyer, and Bill, as the Chairman. You were elected the Chairman.

MR. MACCHIONE:

Right.

DR. PECORALE:

My next question is, that was the Nominating Committee. Were those the only people who attended the meetings?

MR. MACCHIONE:

No.

DR. PECORALE:

Who else attended the meetings?

MR. MACCHIONE:

As any meeting that occurs, it's open –

DR. PECORALE:

Not of the Nominating Committee.

MR. MACCHIONE:

Excuse me?

DR. PECORALE:

Not of the Nominating Committee. The Nominating Committee, the President does not attend and neither does any member of the board. It's only the Nominating Committee that's been elected.

MR. MACCHIONE:

No other member of the Executive Committee.

DR. PECORALE:

No other member –

MR. MACCHIONE:

Of the Executive Committee.

DR. PECORALE:

No other member.

MR. MACCHIONE:

Well, Bert Seides was there, and he was there at my request.

MS. FUHRMANN:

Put your finger down.

DR. PECORALE:

I asked a question.

MS. FUHRMANN:

Put your finger down.

DR. PECORALE:

I apologize if my finger is doing anything else. I had no intent other than to – so another member attended.

MR. MACCHIONE:

Yes, at my request.

MS. FUHRMANN:

Excuse me.

DR. GITTELMAN:

Marge, you're out of order.

MS. FUHRMANN:

I think this should be in executive session.

DR. GITTELMAN:

Marge, you're out of order.

MS. FUHRMANN:

I think this should be in executive session. Do you want this going to the Legislature? That's fine and dandy.

DR. PECORALE:

Are you requesting an executive session?

MS. FUHRMANN:

I sure am.

DR. PECORALE:

Well, then I think we have to have a vote.

DR. GITTELMAN:

I have to have a second. Do I have a second?

MR. MACCHIONE:

It seems like there is something orchestrated here because the Nominating Committee came up with a different slate than what is in place at this point. It seems to be that there is a ripple effect of disagreement.

DR. PECORALE:

I want you to know that I am not objecting to the slate because I don't even know who the slate is yet.

DR. GITTELMAN:

He doesn't know who the slate is, Bill.

DR. PECORALE:

I don't even know who the slate is. I'm not pointing fingers, and I'm sorry if Marjorie thought I was. I'm trying to get some information.

DR. ROGERS:

And I'm not objecting to the slate either.

DR. PECORALE:

I wanted to know who was on the committee. I wanted to know who attended the meetings.

MR. MACCHIONE:

Well, you have that.

DR. PECORALE:

Those were what my questions were.

MR. MACCHIONE:

Do you want to move forward?

DR. PECORALE:

The other question I have is that you said Bert attended.

MR. MACCHIONE:

Yes, he did, at my request.

MS. FUHRMANN:

We requested one --

DR. GITTELMAN:

Marge, you're out of order.

DR. PECORALE:

If that's your request, that's fine.

MS. FUHRMANN:

I'm clarifying his answer.

DR. GITTELMAN:

You're out of order.

DR. PECORALE:

Did anyone other than the members of the Nominating Committee --

DR. GITTELMAN:

Hold it a second. Marge, do you want to put that on the record?

MS. FUHRMANN:

I was --

DR. GITTELMAN:

Do you want to put that on the record?

MS. FUHRMANN:

We have a resolution on the floor.

DR. GITTELMAN:

Did you want to put that on the record?

MS. FUHRMANN:

You can't go on once there is a resolution on the floor.

DR. GITTELMAN:

Marge --

MS. FUHRMANN:

Robert's Rules.

DR. GITTELMAN:

Marge, don't quote Robert's Rules to me, and don't curse at me either.

MS. FUHRMANN:

I didn't curse at you.

DR. GITTELMAN:

Yes, you did.

MS. FUHRMANN:

No, I didn't.

DR. PECORALE:

All right, I'll drop it. I was really trying to get information because this is not the way our Nominating Committees have gone in all the time that I have been a trustee. The Nominating Committee always was just a Nominating Committee. I'm going back many, many years.

MR. MACCHIONE:

Mr. Seides did not have a vote in anything that went on.

DR. PECORALE:

Okay, that was really all I was trying to get out. Did he have a vote –

MR. MACCHIONE:

He did not vote because he was not a member of the committee. He was just brought in for extra information.

DR. PECORALE:

Thanks, Bill.

MR. MACCHIONE:

You're welcome. Can we move forward, Mr. President?

DR. GITTELMAN:

We have a motion on the table on whether we want to go on to executive session. Do I have a second?

MR. MACCHIONE:

I think everything is pretty much out there.

DR. GITTELMAN:

I think that everything has to be aired out a bit more. I don't think that we're done. I think that the healthiest approach to this would be to continue the discussion perhaps not now, but we should continue the discussion only from the standpoint of if there are differences, as to how things proceeded. Maybe there should be a complete airing out of the differences.

DR. ROGERS:

Excuse me –

DR. PECORALE:

We do have a motion on the floor. Are we going to vote on the motion?

DR. GITTELMAN:

Yes, I asked –

MR. LUECKE:

But we didn't get a second on it.

DR. GITTELMAN:

Do you want to go into executive session? All in favor? No one is in favor?

MR. MACCHIONE:

Forget it.

MS. FUHRMANN:

Forget it.

DR. GITTELMAN:

We remain in public session.

MS. FUHRMANN:

I'm withdrawing the motion. It's over.

DR. GITTELMAN:

I do not believe it's over only from the standpoint of the friction in the room. I would like, as Bill said, to get past it, but I want everybody to air out their frustrations, get their issues on the table, and move on.

DR. ROGERS:

If I was appointed to a committee, and I was qualified to serve, I would like to know why I was not informed of meetings. I would like to know why my opinion was not sought. I didn't know who the slate was, and I don't object to the slate. I'm not talking about the slate. I'm talking about the way this thing was handled.

Bill and I thought – we had an intelligent discussion about this thing. We couldn't make a decision because there were only two of us. But the other thing that disturbed me a little bit was, how is the chairman of this committee appointed?

DR. PECORALE:

According to the code, the committee – and I have been on the committee a number of years – the committee elects its own chairman.

DR. ROGERS:

I was never notified. I was never asked to vote for a chairman. I was completely ignored, period.

MR. MACCHIONE:

No, you were not at the meeting and –

DR. ROGERS:

I wasn't informed of the meeting.

MR. MACCHIONE:

Four of the five people were there, and the result –

DR. ROGERS:

Bill, you were appointed the chairman of that committee prior to that meeting.

MS. FUHRMANN:

No.

MR. MACCHIONE:

No.

DR. ROGERS:

I can't dispute that, but I know differently.

DR. GITTELMAN:

How many meetings did you have, Bill?

MR. MACCHIONE:

Three.

DR. GITTELMAN:

And –

MS. FUHRMANN:

Excuse me.

DR. GITTELMAN:

Excuse me, I have the floor.

MS. FUHRMANN:

Okay.

DR. GITTELMAN:

You had three meetings, and the first meeting – might I ask who was present?

MR. MACCHIONE:

Bert, Susan LeBow, Marjorie Fuhrmann, myself, and Mike Broxmeyer.

DR. GITTELMAN:

Do you remember the date of that meeting, perhaps?

MR. MACCHIONE:

I have it back in my office.

MS. FUHRMANN:

I have it.

DR. GITTELMAN:

Okay.

MS. FUHRMANN:

December 6th.

DR. GITTELMAN:

Did you call all members to find out if they were available for the December 6th meeting?

MR. MACCHIONE:

There was only one member that wasn't there, and it was Bill. I had called him, and we had a discussion.

DR. GITTELMAN:

But did you ask him if there was another date he might be available?

MR. MACCHIONE:

Well, it wasn't until we got into the meeting that we found out that we needed another meeting. We figured that business could have been taken care of in one meeting and one meeting alone,

which was not the case. So we moved then to schedule a second meeting at which time I was informed that Bill was down in Florida. There was no call placed, at least not by me. I was going on the assumption on information that was provided me. Subsequently, we added a second meeting. There still was not a full slate. There was still some –

DR. GITTELMAN:

When was the second meeting?

MR. MACCHIONE:

Marge, do you have that?

MS. FUHRMANN:

Hang on a second. It was the 11th, December 11th.

MR. MACCHIONE:

Which was a Saturday. Part of our discussion was a two-hour discussion on the phone with the President on speakerphone.

DR. GITTELMAN:

I'm trying to get a perspective on this. I know that you had one meeting with me. Marge, you mentioned a date. Was that the meeting that I came to?

MR. MACCHIONE:

Saturday the 11th, this past Saturday.

DR. GITTELMAN:

But there was another meeting I attended.

MR. MACCHIONE:

Was that the 6th, Marge?

MS. FUHRMANN:

I don't know. Maybe there was a meeting before the 6th. Just a moment, hang on a second. I may have given you incorrect information on the first meeting. Did I not write it down in here? I'm pretty sure the first meeting was the 6th.

MR. MACCHIONE:

Do you remember the date, Steve, that you were at the meeting?

DR. GITTELMAN:

No, I don't. I'll be honest with you, but I think the structure is that you had a meeting before you met with me.

MS. FUHRMANN:

That was the 6th. That was definitely the 6th before we met with you because that was a Monday.

DR. GITTELMAN:

But the 6th of December or November?

MS. FUHRMANN:

December. The 6th of December was the first meeting.

MR. MALLAMO:

That was last Monday.

DR. GITTELMAN:

That doesn't make -- Marge, the reason why that doesn't make sense is because December 6th was when you met with me.

MS. FUHRMANN:

December 6th was when we met with you?

DR. GITTELMAN:

I would think, wouldn't you, that you would have met with me?

MS. FUHRMANN:

Let me look back.

MR. MACCHIONE:

It might have been in November.

MS. FUHRMANN:

I apologize. The first meeting was November 18th.

DR. GITTELMAN:

Okay.

MS. FUHRMANN:

I apologize to everyone.

DR. GITTELMAN:

Was that the first meeting you met with me?

MS. FUHRMANN:

December 6th was when we met with you. November 18th, in my notes it says Bill's office.

DR. GITTELMAN:

I really don't think December 6th was the meeting you met with me, Marge. Do you remember meeting with me last week?

MS. FUHRMANN:

Yes.

DR. GITTELMAN:

Does that sound right to you, Bill? Bert, was that the meeting that you were there, last Monday?

MR. SIEDES:

It was a week ago.

DR. GITTELMAN:

It was a week ago?

MS. FUHRMANN:

Yes, it was a week ago.

DR. GITTELMAN:

Okay –

MS. FUHRMANN:

The 18th was the first meeting.

DR. GITTELMAN:

Was there a meeting before the 18th?

MS. FUHRMANN:

I don't think so because that's where I put in the driving directions to Bill's office, so that would probably be the first meeting because I wouldn't have written the driving directions again.

DR. GITTELMAN:

Okay, the meeting of December 11th was clearly an emergency meeting. It's fair to say that it was a meeting under extraordinary circumstances.

MR. MACCHIONE:

Which was put together –

DR. GITTELMAN:

The night before.

MR. MACCHIONE:

Friday night.

DR. GITTELMAN:

Right. All right, if I can inject an opinion, it probably wouldn't have been a bad idea to call Bill Rogers down in Florida on that day.

DR. ROGERS:

I was not in Florida. I was in New York on the 11th of December.

DR. GITTELMAN:

What about this past Saturday, Bill?

DR. ROGERS:

This past Saturday I was in Florida. The prior date I was in New York.

DR. GITTELMAN:

But this past Saturday you were in Florida. It probably would have been appropriate to call your other member.

MR. MACCHIONE:

That was an oversight on my part. I was under the impression that he was down there for the duration and not available.

DR. GITTELMAN:

But just make an attempt to call him.

MR. MACCHIONE:

Sure.

DR. GITTELMAN:

Look, if that's the biggest crime –

MR. MACCHIONE:

When we're looking at the fine points, yes, Mr. President, the call should have been made. Thank you.

DR. GITTELMAN:

The meeting of December 6th and November 18th –

MS. FUHRMANN:

I called Bill to tell him about the November 18th meeting.

DR. GITTELMAN:

Was that when you elected the chairman at that point?

MS. FUHRMANN:

That was our first meeting so that's when we elected the chairman, yes. I personally know I spoke to Bill Rogers prior to that and –

DR. ROGERS:

You spoke to me at the meeting here.

MS. FUHRMANN:

No, I also spoke to you on the phone.

DR. ROGERS:

No, that's when I asked you to make sure I got informed.

MS. FUHRMANN:

And I called you and told you that it was the 18th and you told me you weren't available.

DR. ROGERS:

I don't recall that conversation.

MS. FUHRMANN:

I can't help that.

DR. GITTELMAN:

Some points were made. Are there any additional points anyone wishes to make?

DR. ROGERS:

I only brought this up because I felt that it was not protocol. I didn't think it was the proper way to be handled, and I thought that the board should know. There was no other objective or reason for it. I just don't think that it was conducted properly.

DR. GITTELMAN:

Carl.

MR. LUECKE:

Just a thought. A long time ago, we had the thought of having the board go off premises a day or so to talk about board rules. With the coming and going of new members, a lot of people probably don't know what the rules are. For example, we shouldn't change a board meeting within 30 days of a board meeting. We are supposed to have 30 days' notice. I think everybody here is trying to contribute to the community, nothing short of that. I think we should probably find a way to sit down and make sure we know the rules, so that they're not inadvertently broken or even worse hurt somebody's feelings.

DR. GITTELMAN:

I think that getting together – last night I went to a board retreat and felt it was a good experience. We basically all sat together and talked about some of our frustrations and how we felt about circumstances. It was productive. I don't think anybody here is suggesting any action. I think this sounds like a venting of frustration. Is that a fair statement?

MR. LUECKE:

Yes, but it concerned me that somebody making a mistake could lead to problems that we really don't need. What we want to do is help the museum. If someone inadvertently doesn't know a rule, sort of shame on us. Let's sit down and look at the rules and talk about it. Let's have a retreat.

DR. GITTELMAN:

If Tony's objection is – Tony, do you want to sum up your objection?

DR. PECORALE:

Well, I don't know that my objection is so strong, but what I'm surprised about is that someone other than the people elected to the Nominating Committee attended the meeting. For all the years that I have been on the board it's highly unusual.

Secondly, I feel badly about Bill's comments – Bill Rogers' comments – because I could understand his feelings. I still don't know whether or not he was available on November 18th. I do know that he couldn't make the meeting on the 11th. Is that correct, Bill?

DR. ROGERS:

I have to research it. I do know –

DR. GITTELMAN:

You were in Florida.

DR. PECORALE:

On December 11th.

DR. ROGERS:

I think I went down on the 12th.

DR. PECORALE:

So you weren't available for the December 6th meeting or the December 11th meeting. I could understand that. We all have our lives to –

DR. ROGERS:

I knew there was a meeting tonight, and I made it my business to be up here for this meeting. I'm going back on Tuesday.

DR. PECORALE:

So you mean if you had known that there were meetings, you would have made an attempt to make them?

DR. ROGERS:

Yes.

DR. PECORALE:

Well, I feel badly that this occurred, but I still am interested in knowing what the slate is.

MR. MACCHIONE:

Well, we haven't gotten that far.

DR. GITTELMAN:

We haven't gotten that far because –

DR. PECORALE:

I feel badly for you, and I –

MR. MACCHIONE:

I think, Tony –

MS. FUHRMANN:

I have a question.

MR. MACCHIONE:

Go ahead, Marge.

MS. FUHRMANN:

I just want to ask Bill, who told you that Bill was in Florida? You obviously didn't hear it from Bill. Who told you he was in Florida?

MR. MACCHIONE:

Somebody at the meeting.

DR. GITTELMAN:

I told Bill Macchione that Bill was in Florida.

MS. FUHRMANN:

I thought he had heard it from Bill Rogers directly.

DR. GITTELMAN:

If the 11th was this past Saturday, Bill could not make the 10th, which was the trustee party.

DR. ROGERS:

That's right. I went down on Thursday night.

DR. GITTELMAN:

And I know for a fact that he was in Florida on the 11th. That's not an issue.

MR. MACCHIONE:

And on the 18th we had the telephone conversation, and on the 6th it was perceived that he was down in Florida. I don't know what your itinerary is, if you can confirm that or not.

DR. ROGERS:

Well, I could check it over. That's not the point. If I had gotten a telephone call, I would have felt a lot better.

MR. MACCHIONE:

Duly noted.

DR. GITTELMAN:

If this is a way – I do not feel this is unhealthy. It may cause a little bit of momentary frustration, but you have to speak your piece and move on. The Nominating Committee put in a lot of work in what they were doing. Some people may feel that the Nominating Committee broke a few rules, but the reality is that they put in a lot of work at what they were doing, so we ought to hear what their slate is. Maybe the rules are partially – maybe breaching the rules was more about the rules not being made clear. Nobody has a problem with you, Bert, trust us. But people are not supposed to attend the meetings as an additional member of the Nominating Committee. You pick a Nominating Committee and it's limited to that. Marge.

MS. FUHRMANN:

I would like to personally apologize to Tony. Tony, I have been on this board a long, long time, and I have always worked under the supposition that as you have often said, that all committee meetings are open to all trustees. I just thought the Nominating Committee was another committee, and I didn't know that Bert was coming, but I also didn't say anything when he walked in the door because all committee meetings are open to all trustees.

DR. PECORALE:

Let me just say this, I have no problem with Bert attending the meetings. I have no problem with any trustee attending meetings, except that the Nominating Committee has always been just the Nominating Committee. That's spelled out very clearly in the bylaws.

The other part of this that has me somewhat –

MS. FUHRMANN:

Is it really?

DR. PECORALE:

Yes.

DR. GITTELMAN:

Yes, the Nominating Committee is the only committee where the President doesn't pick the Chairman. It's limited to three members and it reports in November.

MS. FUHRMANN:

But it doesn't say that no one else can attend.

DR. GITTELMAN:

Well, maybe it doesn't.

MS. FUHRMANN:

It doesn't.

DR. PECORALE:

I'm pretty sure that that's always been the way we've done it.

MS. FUHRMANN:

"Shall be nominated and elected by the Board of Trustees at the November meeting. It will consist of three members of the Board and shall elect its own Chairman. Shall be charged with selecting a slate of officers for the following year. Shall have submitted its nominations to the board at the November meeting." I'm paraphrasing. "Shall be published in the minutes. Being on the Nominating Committee shall not preclude being nominated to a position." It doesn't say anyone else can't attend. I looked.

DR. GITTELMAN:

You did?

MS. FUHRMANN:

I did look.

DR. GITTELMAN:

So if it says shall consist of –

MS. FUHRMANN:

But that doesn't mean somebody can't be there.

DR. PECORALE:

When you say shall, shall is a determinant. It's not may.

DR. GITTELMAN:

It's not should.

MS. FUHRMANN:

But he was not a member of the committee. He was an observer. But do you know what? This is just a matter of semantics. If we're all agreeing that the answer was that he should not have been there as an observer, then I personally apologize for him being there.

DR. PECORALE:

No, that's not the issue.

MS. FUHRMANN:

No, I personally apologize for him being there because I was the long-standing member.

DR. PECORALE:

Did you invite him?

MR. MACCHIONE:

No, I did.

MS. FUHRMANN:

No, I didn't invite him, but I was there, and I was the long-standing member of this board. If anyone should have said something, it was me. So, I'm sorry.

DR. PECORALE:

It appears that we have cleared that up. That's not an issue.

MS. FUHRMANN:

It won't happen again.

DR. GITTELMAN:

Gretchen, this is the most strained meeting we have had in ten years – or maybe five years.

MS. OLDRIN-MONES:

I wouldn't have anything to compare it to, but I just want to say that I think Carl's idea is great. It would be very helpful for someone like me if we could get together and go over all the different rules.

DR. GITTELMAN:

I think we should.

MS. OLDRIN-MONES:

I appreciate you making that suggestion, and I hope it happens.

MR. LUECKE:

If I could just say one other thing. We're all wearing the same uniform. We're all on the same team. If we start with each other, it's going to be a problem. It could be personal problems.

DR. GITTELMAN:

I took part in a couple of hours of the Nominating Committee. It was certainly not the same Nominating Committee that we have had in the past decade. I think that where I'm having a problem is that I'm not so sure that the Nominating Committees in the past decade were the right thing and that this was the right thing, or whether this was a good step in the right

direction that maybe needs to be a little bit thought about. But there was an awful lot of thinking going on, there was an awful lot of discussion, and I got an awful lot of questions. I had at least two hours' worth of questions. I had some very open discussion. I probably annoyed quite a few people in the room at the time.

One thing is for certain, this particular nominating process caused stress, but it probably brought up some good questions. Why don't we hear the slate. I will take exception with only one thing you said, Bill. There was no ambush here. I want you to understand that. I'm saying this in front of the others. It is true that Tony said to me that he was upset about this, and Bill said to me he was upset about it. But the fact that someone says to me that they're upset about something doesn't constitute an ambush. It constitutes that individual members of the board are upset. I felt that in order for us to go on with your slate it didn't hurt, and I hope it hasn't hurt, to have an open, if not tense discussion and then go forward. I would rather it not fester. I made that judgment call in saying, let's not let it fester. I think you worked pretty hard on the Nominating Committee. I saw it. I saw that on Saturday you put in five hours, and it was difficult. What, Marge?

MS. FUHRMANN:

And that was only one meeting.

DR. GITTELMAN:

Right. One of the things that this Nominating Committee did is it brought in a lot of issues about how various positions function. I think that's fair to say. In other words, you looked at how a job functioned and you questioned as to whether or not the job position should function in that particular manner. You looked at past behaviors of individuals, like me, for example. You brought up some issues with me that you felt were necessary to bring up, one of them being whether or not I should reimburse the museum for Janet Clemens who helped me write that manual this summer. Pretty tough stuff to get hit with when you're going into a Nominating Committee meeting. It kind of felt to me like it could have been independent of the Nominating Committee, that it was an issue that could have been handled in a different venue. It put me in an awkward position, but I had already asked Lance for a tally, and I will be reimbursing the museum for her time.

I do want to put on the record that when I used Janet Clemen's time, I was using it for a museum project that everybody knew about. I certainly did not use her time for an inappropriate purpose. The fact that I'm being asked to reimburse for that use, I will simply do it because I said I would.

I think the Nominating Committee went further and maybe further is a good thing sometimes. Maybe further causes friction other times. I think you have an example here of some of the friction. I think that's what happened. I'm sorry that it comes out in an open meeting, and this is the first really tense meeting we've had. I hope everybody can get past it. Yes, Carl.

MR. LUECKE:

Why would that come up – you piqued my interest. I wasn't aware of that. Why would that come up in a Nominating Committee? What was the thought?

MR. MACCHIONE:

As Chairman of the Nominating Committee it's my job to field the questions that are posed at the meeting and if it affects one of the people that we're looking at.

MR. LUECKE:

And the question was whether –

MR. MACCHIONE:

There was a question about the book.

MR. LUECKE:

In terms of – I don't understand the question. The question was that somebody was using museum resources without –

MR. MACCHIONE:

Of whether the book was the museum's book or whether it was Steve's book. Since we didn't have an answer to that, and it did seem to merit some more checks and balances, we called up Steve to ask him to resolve that and answer the questions of members that were on the committee. The committee has spent some fifteen odd hours looking at the nuts and bolts of every job of the people that were proposed for those jobs. We looked at them hard. We didn't look at it with any malice of anybody that had an ax to grind. We looked at totally the functionality of the job, what we needed as a museum, what we have, and any questions that came up. Maybe they didn't have to be answered, but they did come up, and we did pose them. I thought by calling the person that we were talking about was basically dealing with it face to face with the concern. I don't think there was any malice. There was none that came into the actual selection. The people that were selected for the slate were people that we felt can do the job well. In some cases years go by and people have the same job. Sometimes change is good not only for the person that has the job but for somebody new that wants to experience that job. Whether we made the right selection is yet to be known. Also yet to be known is whether they'll be people stepping up at the January meeting to put their name in the hat, too, which is their right.

MR. LUECKE:

I think I'm questioning whether or not –

MR. MACCHIONE:

Whether it was a function of the Nominating Committee?

MR. LUECKE:

No, I'm concerned about us in a small group where we're asking if something was done that was not proper, if I'm understanding it right.

MR. MACCHIONE:

You've got to back-up on that one and expound on that subject.

DR. ROGERS:

I remember very distinctly sitting in a meeting here when this book – well, it wasn't called a book at the time – was discussed. Steve asked Lance if he could have any help in researching this because he was preparing this manuscript for the 100th anniversary. This is the only knowledge I have about it. I don't know anything more about a book. It seems very inappropriate to me to turn around and say that he has to pay for the person's time because presumably this was being done to enhance the 100th anniversary of the Vanderbilt Museum and the race.

MR. MALLAMO:

I've really held off getting involved in this, but I really feel compelled to say something here because I was frankly stunned when Steve asked me for the tally of Janet's time, because I remember full well how this book evolved. I thought everyone understood this because I thought it had been discussed on numerous occasions.

Steve initially came up with the idea of a photo album, a photo book of historic photographs for the Vanderbilt Cup event that were going to be sold at \$1,000 per page as a fundraiser and as part of the Vanderbilt Cup celebration of the museum. In discussing it with him, it was late in the evening. I remember it very well. We decided that the best way to do it was to have a photograph and a page of text. It would be 50 photographs and 50 pages of text. I indicated that because of the time involved, I could not commit to preparing that, nor did I think we had the resources to do that in-house. Steve offered to write 50 pages of the book.

As this project went on, it obviously – I knew what was involved in this. Maybe Steve didn't understand the huge task that was involved in doing this kind of job. I felt it was a legitimate museum project. It was a fundraising project. The only reason the project didn't go forward is that the consultant we retained to market the book quit. Steve was still willing to do it. I asked him not to because I didn't feel in the time frame we had left that we could do it, but I wanted the book completed so that we could do it at a future year, either next year or the year after.

Understandably, the book grew quite beyond the initial expectation, but to me this was a legitimate museum research project. I personally selected who was going to work on it. It was someone who had the research skills that were necessary to compile this information. This was to be a fundraising project for the museum. I thought that was very clear. I'm a little surprised how this all came about myself. For what it's worth, I really did request that this is the way it should be handled. I thought we all understood that.

MR. MACCHIONE:

Let me reiterate that the question that was posed was, is this a book for the museum or is this something that Steve is working on himself. That was the question. Whether you're construing it differently, that this was some kind of witch-hunt -- it was a question posed by people of that committee. With that, I turned to the phone and got Steve on the phone for clarification for the committee's sake.

DR. GITTELMAN:

I think what I said was –

MR. MACCHIONE:

Whatever way Steve wants to do this is fine, but we just asked for clarification.

MR. LUECKE:

I'm not sure what – put that particular situation aside –

DR. ROGERS:

Clarification? It sounds like a witch-hunt to me.

MR. LUECKE:

I don't understand why the question was asked unless someone thought there was a possibility that someone did something wrong. If someone thinks that somebody did something wrong, I

think we all should talk about it and not limit it to a committee. But you're saying that you never thought there was anything wrong done.

MR. MACCHIONE:

No, Carl, it was brought up at a committee meeting in which I was Chairman. As Chairman, since it was brought up, it was my duty to put it to rest one way or another. At which time, I got Steve on the phone because he was the person that was the topic of discussion. Whenever somebody discusses something about someone, I really like them to be a part of that discussion. So I reached out to Steve to elaborate. Unfortunately, and it's on the record, I missed a couple of meetings during the summer. I did not have the answer, nor was I at the meeting in which it was discussed. That's why the phone call was made. Is there any problem with that so far?

MR. LUECKE:

Yes, there is a problem.

MR. MACCHIONE:

Go ahead.

MR. LUECKE:

The problem is, if one trustee accuses another trustee of doing something wrong-

MR. MACCHIONE:

There were no accusations.

MR. LUECKE:

Then why did you -

MR. MACCHIONE:

It was a question of the committee. A question came up, Carl. Am I going to let it sit there without investigating, or come back with an answer like, you know what? We got the man on the phone. He said it's not a problem. This, this, and this. Okay, let's move on.

MR. LUECKE:

When would it have been a problem? How would it have been a problem?

MR. MACCHIONE:

You would have to talk to the rest of the committee. Unfortunately, the rest of the committee is not here.

MS. FUHRMANN:

There was one committee member who felt it was a problem.

MR. LUECKE:

They thought it was a problem - so there was an accusation made then?

MS. FUHRMANN:

No, no, not an accusation. The person thought there was a potential problem and wanted to get

some clarification. The best way to get that was to ask the person.

DR. GITTELMAN:

What kind of problem could there be?

MS. FUHRMANN:

Why didn't you ask that Saturday?

DR. PECORALE:

I'd like to request an executive session.

MS. FUHRMANN:

Why?

DR. GITTELMAN:

I'm going to object only because you're on the record that there is a potential problem. If we now go into executive session, these minutes are going to show that at the suggestion of a potential problem involving me, all of a sudden we went into executive session. If I've got a problem, I want it out on the open floor. That's how I look at it because I don't have anything in the world to hide. I don't think I have a problem. If anybody – and Bill never accused me of having a problem.

MS. FUHRMANN:

We didn't think you did.

DR. GITTELMAN:

The reason I brought it up was because I feel there's a lot of stress involved with this. It was awkward. It was awkward I think for you. It was awkward for me. It's awkward for me to be sitting here now. I'm not going to say to you – I feel I have to write this check, and I'm saying to myself if I write the check, I'm admitting that I did something wrong.

DR. ROGERS:

Right.

DR. GITTELMAN:

I'm going to write the check, but I'm putting on the record that I feel uncomfortable.

MR. MACCHIONE:

Steve, the question was posed to you, was it your book or was it the museum's book. If it's the museum's book, and that's all you have to say and that's what Lance alluded to early, then it's not a problem. I don't see why it's even going that far. We posed a question to you and all we needed was an answer.

MS. FUHRMANN:

And you said it was your book.

MR. MACCHIONE:

If you said it was the museum's book, hey, we're finished, done.

DR. GITTELMAN:

But, Bill, what I'm trying to express to you is that you did this as part of the nominating process.

MR. MACCHIONE:

Steve, whatever way it went down, it was a question that was brought up in the Nominating Committee, and the Nominating Committee felt that maybe we should ask because it's not nice to make a comment behind somebody's back. So we picked up the phone and we asked.

DR. GITTELMAN:

Yes, you were very direct about that. I appreciate that.

MR. MACCHIONE:

And that's how I am, very direct.

DR. GITTELMAN:

Bill Rogers.

DR. ROGERS:

I think that Bill acted properly. The question was brought up at the meeting. Unfortunately, I wasn't there, and it was a loaded question.

MS. FUHRMANN:

You –

DR. ROGERS:

I'm talking about it. It was a loaded question with intent.

MS. FUHRMANN:

You have no idea.

DR. ROGERS:

I've been around a long time. I know some of the scores.

MS. FUHRMANN:

You don't even know who asked it.

DR. ROGERS:

I think Bill acted appropriately. He had the right to ask this question because the question was brought up at the meeting. The mere fact that it has turned out this way is very unfortunate. But if I was sitting in a meeting when I heard the reason and the purpose of this book, and Lance backed me up on it, and other members sitting here or who were at that meeting also heard that same statement that I had, and everybody knew the purpose of that book being written. It was for a fundraiser. I don't see why that should have been in anybody's mind – they had other intent to have a question like that raised. I don't know who raised it, but that's the way I feel about it.

MR. MACCHIONE:

Would anybody like to hear the slate?

DR. PECORALE:

I would.

DR. GITTELMAN:

I would, too.

MR. MACCHIONE:

The Nominating Committee slate is President, Steve Gittelman; 1st Vice President, Deborah Gray; 2nd Vice President, Susan LeBow; Treasurer, Bert Seides; Secretary, Marjorie Fuhrmann. That is the slate, Mr. President.

DR. GITTELMAN:

Thank you. I thank you for your work. From a personal side, I know why you asked me the question. I don't have a problem with you asking me the question. I guess I brought it up from the perspective of – we just never experienced that coming out of a Nominating Committee before. So it was a different process this time. Perhaps it ruffled some feathers. It's over. There's your slate. I think you guys worked harder than any Nominating Committee I've ever seen. You put a lot more into it than I know of any Nominating Committee. I'm grateful for your time. But we seem to have hit some nerves, and maybe we have to work on those nerves. It's fair.

MR. MACCHIONE:

Definitely.

DR. GITTELMAN:

So come January, we will revisit the slate, and we will have elections. Are we done with that? Personnel Committee.

MR. MALLAMO:

Deborah had to leave so we'll hold that until next time.

DR. GITTELMAN:

Director's Report.

MR. MALLAMO:

As Marjorie indicated, I was in Washington yesterday, and I took the time to go to the American Association of Museums where I picked up a new publication, "Handbook for Museum Trustees," which I'm providing everyone with a copy here tonight. It's an easy read, very enlightening. I didn't purchase this with the idea of tonight's meeting, but I think you'll find it very, very helpful. I think all of us, including myself -- I read this last night. I was enlightened on a few points, and hopefully we can use this. At some point, if we do sit down as a group and have some serious back and forth, this would be a great guide. Hopefully it will get us in the proper scope with policies, rules, procedures, and what's expected and the responsibilities of not only the trustees but also the CEO and the staff. I think you'll find it very enjoyable, and I think it's very, very timely.

Good news. The capital project to extend our walkways, the bids were opened yesterday, and we do have a successful bidder that is within the budget and is a contractor that has worked with the County previously. This project should be beginning late February, early March. They do expect it to be done by June, so we're going to go ahead with our plans and move the seasonal tent to the back lawn next year. This will enable us to get down to that area.

We have several new capital projects, and Steve and I were at the Legislature today regarding those projects. They include restoration of facades, \$200,000; waterproofing of the mansion,

\$110,000; ADA compliance, this would be at the mansion, the parking lot and the planetarium building, \$364,000; the match for the habitat restoration grant, \$125,000; the additional \$10,000 matching funds we're using as our force labor account here at the museum, and the last project is improvements to the planetarium, \$30,000.

We also have our endowment resolution in for next week's meeting as well. We have quite a bundle with the Legislature, but I'm cautiously optimistic that these will go forward. All of them are critical.

The one project that they asked about was the façade, and we indicated if they come to the bell tower, that scaffold you walk under with the roof that's collecting the falling masonry, that's what we're trying to fix. It did go through committee eight zero. That's my report.

MR. LUECKE:

The walkways that you're talking about are the walkways down by the water?

MR. MALLAMO:

These are actually part of phase one of the walkway project, which is complete. Those are the brick walkways that are in place now. We have additional phases to come. This will develop a new walkway, an ADA compliant walkway from the parking lot to the marine museum, and also raising the walkway there a couple of feet so that you'll be able to enter that building in a wheelchair. There will be a new walkway from the turntable area around the Memorial Wing to the rear lawn replacing that series of steps that goes in there. The walkways here in front of the planetarium will all be replaced. There will be a new ramp and walkway outside of the planetarium where the concrete ramp is now.

MR. DIECK:

And behind the Education Center.

MR. MALLAMO:

Yes, behind the Education Center, the plaza behind it, and a new walkway from the parking lot to the Education Center. It's quite a bit of work, very, very extensive. We can't wait for it to get underway. Thank you.

DR. GITTELMAN:

Okay, I was there, too. Four of those capital appropriations came from the County Executive's Office. There you go. Seconded by the Presiding Officer and passed unanimously. I was pleased. They did it so fast I practically had to stop the meeting and say, "Wait a second. You're going too quickly."

We have a new trustee. This is not the way our meetings go. This is an extraordinary meeting. This is not typical. I swear it's not typical.

MR. MACCHIONE:

He's telling the truth.

DR. GITTELMAN:

There were a couple of interesting concepts that came out of the Nominating Committee. They came up with the slate, but I had to explain myself. They took me, they tackled me by the

knees, and they asked me questions that were bothering them. They were questions that they had on their minds. They said, what's the story. I explained something that apparently I haven't fully explained before. Marge implied to me that she hadn't really heard it said that way, so I want to say it the way I said it at the Nominating Committee.

It's almost like we have two museums. We have one museum that is the museum we're working with today. Then we have a museum that we're going to be with in the future. The museum that we have planned for the future is somewhat different from the museum we have planned for today. The museum of the future has a waterfront. The museum today does not. The museum today relies heavily on the endowment. The museum of the future hopefully has a great income from the waterfront so it doesn't have to rely as heavily on the endowment. Hopefully the museum of the future's waterfront comes into play in time to keep the museum of the present afloat, when and if the endowment gets over utilized, if that happens.

Each year the President has to go in and make sure that we get that endowment. It's not an easy task. It takes a lot of lobbying. We get it done. We lose about 25 nights' sleep as it approaches because each year we're afraid it won't happen. We've got to make the waterfront happen, and the revenue generated from the waterfront happen so that we can create the museum of the present into the museum of the future. The synergy of the waterfront and our existing facilities is something that should generate a lot more revenue. There are a lot of shoulds in there. That's my plan. That's your plan. If you want to call it a gambit, that's the gambit. The gambit is that we manage to handle what we're doing now, and do it in a great way so that we are entitled to build the waterfront. We build the waterfront, it generates the revenue that we need, we become less reliant on the endowment, and we have a size large enough to create a synergy for staff so that they can continue to do their work.

Today I had Stephanie Gress down by the Legislature. Stephanie was like, all of a sudden the bill that she was there to testify on came up and as I explained to you, it went like this. That was it. Maybe it was shorter than that. There is all this preparation, she's all nervous that she has to make a presentation, they bring it up, and everybody is in favor, done. They passed it. I said, "You're done, Stephanie." I stopped the Legislature, I stopped the committee, and I said, "I beg your forgiveness, but I need the time now. I've got Stephanie here. I've got to explain this." So I got to explain the grant that Stephanie got.

The truth of the matter is, if you don't understand how great things are going, then you're missing a lot of the fun of the place. Things are going great. If we survive this altercation tonight, without anybody hating each other, things are fantastic. If we can get over this and bridge these gaps, and say, okay, fine, maybe you were a little rough on the Nominating Committee. Maybe your approach was a little tougher than we liked, and maybe you broke some of the rules we thought were in place. Maybe I'm not so happy with the slate. And maybe I'm not so happy that Bert was there or whatever the issues were. If we can get past that and get into January and keep the museum of the present doing as well as it is, we've got one heck of a deal going. That's the point. The point is, you're not going to have this without struggle and you're not going to have this without trouble. Come March hopefully we'll have it with the reaccreditation. But for me to go down to the Legislature and force them to stop the show by telling everybody hold it for a minute -- What did I say? I beg your forgiveness, then I made her come up, they all listened, and they all virtually cheered.

Whatever the problems are, just get over it. What do you think? It's a new year. All right? I can handle the deal on the book. Heck, I gave you the money, it's my book. That's the way I

look at it. It may never get published. I always intended to give it to the museum, but it doesn't matter. I just don't want an issue to exist. I just don't want it to exist. Let's just go forward. We've got a great thing going. We never had this much support before.

I had a number of experiences. Florence, I'm sorry, but you know I've been hanging around your office on weekends. If you find one thing out of place, you have to tell me, but I do bring my own gloves. I've been going through the archives, and I've been looking trying to understand Willy. Not only do you have to understand what's in that white book, but it's about time we started understanding the guy who owned this place because he's kind of an interesting fellow. He's not who I thought he was. But when you go through those archives, and you see what fabulous condition they're in, Florence, you've got to be kidding. Every page has an acid free page in between it when you open up a photo album. I remember seeing the photo albums being stacked up like cordwood. This is done right. Go there and see it. Then you will understand it's not just Stephanie, it's not just Florence, it's everybody in this place. The place is running gorgeously. It just so happens that this week and maybe for the past couple of weeks we haven't been running too well.

Maybe as a group we let off some steam tonight. There's nothing wrong with that. Just let the steam go off. Let's get into the new year. Let's convince Gretchen that this was a good idea in the first place. Let's hope that our appropriations, our endowment and whatever else we have coming through gets through eighteen zip instead of eight zip through committee. I think we all ought to read the books and we all ought to get together with coffee, cake, and sit down and talk about what's in the book.

MR. MALLAMO:

Steve, you may want to go to Chapter 6, "Handling Difficult Board Issues."

DR. GITTELMAN:

I think we handled it fine. I hope everybody got their feelings expressed and then by tomorrow their emotions passed. If I could ask for that for the new year, it's good.

MR. LUECKE:

If ten trustees all agree, nine are useless. So the fact that we don't agree is probably good.

DR. GITTELMAN:

It's probably good that we have somewhat of disagreements some of the time. You know what?

MR. MACCHIONE:

I'm glad to be the person that brought it about.

MS. FUHRMANN:

The sleeping lion.

DR. GITTELMAN:

With all due respect, you have been sitting over there in that corner – and Bert, tonight, you were very quiet. And you've been sitting next to Bert. Now I don't know if it's Bert who is a bad influence on you or you're the good influence on Bert. I don't know what the deal is here, but finally you came out like – what did you say, a lion? I've got to tell you. You told me you have a lot of respect for Bert's opinion. Well, we all do. That means that you have a palatable personality, and you have a lot of respect for Bert. You brought him into these meetings. Tony

didn't like it because it was not really protocol, but what the heck, you did it anyway. You're a good bunch. He's not afraid to tell you he didn't agree. And you wouldn't want it any other way.

MR. MACCHIONE:

It doesn't bother me at all.

DR. GITTELMAN:

As long as you listened. Marge, do you have something to say? I saw your hand go up.

MS. FUHRMANN:

No.

DR. GITTELMAN:

You know my story. I appreciate being nominated. I want to be President. Let's not fool around here. I'm thrilled at the prospect. So if anybody wants to run against me in January, I'm going to give you one hell of a fight. Let's get it down on the table. I want to do this again. Thank you very much for the nomination. I hope I pass your muster come January. We do not need an executive session. We have established that repeatedly.

MS. FUHRMANN:

Old business, new business, please.

DR. GITTELMAN:

Okay, old business? New business, Marge.

MS. FUHRMANN:

We should put it on the record that we are going to be meeting every third Wednesday of every month in the year 2005 as a rule, that we will not be changing meetings.

DR. GITTELMAN:

We are not going to put on the record that we will not be changing the meetings.

MS. FUHRMANN:

No, but we are putting it on the record that the board has decided that the third Wednesday of every month will be our meeting date. This way the board is notified.

DR. GITTELMAN:

We'll put that out. I would also ask that when you notify – obviously, we have some communication problems. I think you do a pretty strong effort in communicating.

MS. FUHRMANN:

I try.

DR. GITTELMAN:

Bill Rogers, you don't have an e-mail address.

MS. FUHRMANN:

I try to fax to him. I'm not always successful. I don't know why.

DR. GITTELMAN:

You still have to reach him. If you don't get him, then get me, and I'll get him. If I don't get him, I'll tell you, but you can't leave him out.

MS. FUHRMANN:

No, I've been telling Lance. Would you rather I tell you?

DR. GITTELMAN:

You can't tell Lance.

MS. FUHRMANN:

Would you rather I tell you?

DR. GITTELMAN:

Yes, after you've made an attempt to reach him and you haven't gotten him, you tell me. I'm proud to be his nephew and I know where he is.

MS. FUHRMANN:

Also, I was going to ask him if he had an alternate phone number down in Florida. I was going to take it and call him down there if I couldn't get him in New York.

DR. GITTELMAN:

Yes, he does.

MS. FUHRMANN:

I contact Bill by cell phone wherever he is in the country. Also everyone should have gotten a memo giving their information as a trustee, giving their trustee number, their resolution number and their term end date. If you are coming up on your term end date, you must contact a member of the Legislature to sponsor you for reappointment.

DR. GITTELMAN:

I want to bring up another subject.

MS. FUHRMANN:

I just wanted to let everyone know that Lance sent that memo out yesterday I believe at my request.

DR. GITTELMAN:

I want to bring up a sensitive subject. This is another thing that came up in the Nominating Committee. Last year we lost three trustees due to attendance. Attend your meetings.

MS. FUHRMANN:

Please, it makes life easier for me.

DR. GITTELMAN:

If you have any questions about the requirements for attendance, let me know. If you want to know how your calculation goes, let me know. Attend your meetings.

MR. MACCHIONE:

I think your suggestion, Steve, of having it monthly rather than every other month was a good suggestion. Myself and I think several other people thought the same way.

DR. GITTELMAN:

We have a Public Relations Report.

MS. TANNEN:

I'm sorry but it will have to wait until next month.

DR. GITTELMAN:

You're still having technical difficulties? This is the first time I'm ever going to say that I'm thrilled to hear you have technical difficulties. Is there anything else? Carl.

MR. LUECKE:

Yes, Michael Broxmeyer –

DR. GITTELMAN:

Yes, Michael Broxmeyer has resigned from the board. His resignation was tendered last –

DR. PECORALE:

Can we ask that the Secretary send Michael a letter thanking him for his service and wishing him well?

MS. FUHRMANN:

Will do.

DR. GITTELMAN:

Let the Secretary also send the Clerk of the Legislature notification immediately.

DR. PECORALE:

I would hope that we would invite Michael to a meeting and give him his fish.

MS. FUHRMANN:

Tony, the board –

DR. PECORALE:

If you want to tell me something later on, fine.

MS. FUHRMANN:

No –

MR. LUECKE:

Could I ask a question?

MS. FUHRMANN:

Sure.

MR. LUECKE:

Just new business. Deborah said that your e-mail has infected her business and that she had to lock you out.

MS. FUHRMANN:

There was a mistake, and it was resolved. It was not me, but that's beside the point.

MR. LUECKE:

I don't know that much about computers, but she said your e-mails had viruses.

MS. FUHRMANN:

It wasn't me. It was a mistake, but that's beside the point. She apologized later for having said that and embarrassing me. It wasn't me. It was somebody else.

DR. GITTELMAN:

I'm going to ask for a motion to adjourn.

MR. MACCHIONE:

Motion.

MR. LUECKE:

Second.

DR. GITTELMAN:

We are adjourned. **(Vote: 8/0/0/7 Not Present: Ms. Gray. Absent: Ms. LeBow. Five vacant positions.)**

(Dr. Gittelman adjourned the meeting at 8:55 p.m.)

SG:ap